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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

INNOVATIVE CUSTOM BRANDS INTL., INC.

Case No.
04 CV 2937 (RJH) (GWG)

Plaintiff,

-against-

**STIPULATION OF DISMISSAL
WITHOUT PREJUDICE**

SOLE CITY, INC., SOLOMON SAFDEYE,
ALAN KANDALL, JEFFREY BERNSTEIN and
MARC DOLCE

Defendants.


IT IS HEREBY STIPULATED AND AGREED, by and between counsel of record for Plaintiff, Innovative Custom Brands Intl., Inc. ("Plaintiff"), and counsel for Defendant, Marc Dolce ("Defendant"), that the matter be dismissed, pursuant to Federal Rules of Civil Procedure § 41(a)(1), without prejudice and without an award of costs, expenses or disbursements to any party.

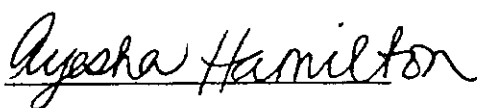
Dated: New York, New York
June 24, 2004

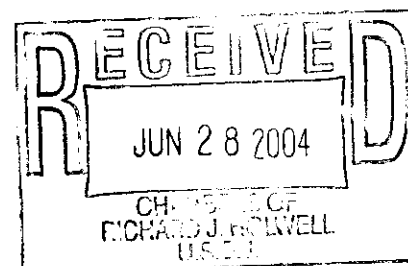
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June 24, 2004

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SO ORDERED:

A handwritten signature in black ink, appearing to read 'R. J. Holwell', written over a horizontal line.

Hon. Richard J. Holwell
United States District Judge

Dated: 6/29, 2004